

RECORDATION NO. 7896-A Filed & Recorded
JUN 29 1977 - 1 15 PM
INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT

Termination Agreement dated as of September 29,
1976, between UNITED STATES RAILWAY LEASING COMPANY ("United")
and ATLANTIC TERMINAL, INC. ("Atlantic").

WHEREAS, United and Atlantic have heretofore entered
into that certain lease dated January 24, 1975 ("Lease")
providing for the lease by United to Atlantic of thirty (30)
77-ton pulpwood cars bearing car reporting marks WTCX 840 to
869, both inclusive ("Cars"); and

WHEREAS, the Lease was recorded with the Interstate
Commerce Commission at 1:50 p.m. on April 17, 1975 as
Recordation Number 7896; and

WHEREAS, Atlantic's parent company wishes to have the
Lease terminated and have the Cars leased by United to Atlantic's
affiliate, Oregon, California and Eastern Railway Corporation
("OC&E"); and

WHEREAS, United and OC&E have heretofore executed or
are contemporaneously herewith executing a lease covering said
Cars ("Substitute Lease"); and

WHEREAS, United is agreeable to the termination of the
Lease with respect to the Cars provided that OC&E will have
executed and delivered or will contemporaneously herewith
execute and deliver the Substitute Lease with respect to all
of the Cars.

NOW, THEREFORE, in consideration of the premises and of the payment by Atlantic to United of the sum of \$10.00 and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto hereby agree that the Lease shall be terminated and cancelled and be of no further force and effect all on and as of the date upon which a fully executed counterpart of the Substitute Lease covering the Cars between United and OC&E is recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF the parties hereto have caused this Agreement to be executed by its officers hereunto duly authorized and to be sealed with their respective corporate seals, all on and as of the date, month and year first above-written.

UNITED STATES RAILWAY LEASING COMPANY

By Ralph E. Bell
Vice President

ATTEST

Samuel S. Brown
Assistant Secretary

ATLANTIC TERMINAL, INC.

By x C. R. Miller
President

ATTEST

Secretary

STATE OF ILLINOIS))
) SS
COUNTY OF COOK)

On this 16th day of June, 1978,
before me personally appeared Ralph E. Bell and
Lawrence P. Kargel to me personally known, who being
by me duly sworn say that they are, respectively, the Vice Pres-
ident and Assistant Secretary of UNITED STATES RAILWAY LEASING
COMPANY, an Illinois corporation, that the seal affixed to the
foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and they
acknowledge that the execution of the foregoing instrument was
the free act and deed of said corporation.

James Purdy
Notary Public

My Commission expires:

My Commission Expires April 22, 1981

STATE OF Wash.))
) SS
COUNTY OF Pierce)

On this 6th day of April, 1978,
before me personally appeared C. R. Kahan and
_____ to me personally known, who being
by me duly sworn say that they are, respectively, the President
and
of ATLANTIC TERMINAL, INC., a New Jersey corporation, that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
they acknowledge that the execution of the foregoing instrument
was the free act and deed of said corporation.

Everett M. Cox
Notary Public

My Commission expires: